

Hearing Date: To be determined
Objection Deadline: To be determined
Reply Deadline: To be determined

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*Special Insurance Coverage
Counsel to the Debtors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No.: 12-12020 (MG)
)	
RESIDENTIAL CAPITAL LLC, <u>et al.</u> ¹ ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**SUMMARY OF THE THIRD AND FINAL APPLICATION OF PERKINS COIE LLP AS
SPECIAL INSURANCE COVERAGE COUNSEL TO THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED**

This is applicant's Third and Final application.

Name of applicant:	Perkins Coie LLP
Authorized to provide professional services to:	Residential Capital, LLC; Residential Funding Corporation; and Homecomings Financial Network, Inc.
Date of retention:	May 31, 2013 <i>nunc pro tunc</i> to March 20, 2013

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings (Docket No. 6).

Name of applicant:	Perkins Coie LLP
Amount of compensation sought for the Third Application Period, Sept. 1 - Dec. 17, 2013:	\$154,754.25 ²
Amount of expense reimbursement sought for the Third Application Period, Sept. 1 - Dec. 17, 2013	\$873.63 ³
Final compensation allowance and payment sought for the period Mar. 20 - Dec. 17, 2013	\$1,469,618.00 ⁴
Final expense allowance and payment sought for the period Mar. 20 - Dec. 17, 2013	\$14,725.01 ⁵

**Summary of
Compensation and Reimbursement
Requested and Previously Paid**

Date	Compensation Period	Fees Allowed	Fees Paid	Unpaid Fees	Costs Allowed	Costs Paid	Unpaid Costs
9/25/13	Mar-Apr 2013 First Application	423,432.25	352,649.18	70,783.07	795.62	795.62	0.00
11/18/13	May-Aug 2013 Second Application	891,431.50	810,210.68	81,220.82	13,055.76	13,055.76	0.00
Interim Application Totals:		1,314,863.75	1,162,859.86	152,003.89	13,851.38	13,851.38	
Date	Compensation Period	Fees Requested	Fees Paid	Unpaid Fees	Costs Requested	Costs Paid	Unpaid Costs
10/29/13	Sept. 2013	38,835.75	31,068.60	7,767.15	45.07	45.07	0.00
11/22/13	Oct. 2013	41,953.00	0.00	41,953.00	759.10	0.00	759.10
12/12/13	Nov. 2013	44,153.50	35,322.80	8,830.70	35.82	35.82	0.00
1/13/14	Dec. 1-17, 2013	29,812.00	0.00	29,812.00	33.64	0.00	33.64
Third Period Totals:		154,754.25	66,391.40	88,362.85 ⁶	873.63	80.89	792.74
Grand Totals:		1,469,618.00	1,229,251.26	240,366.74	14,725.01	13,932.27	792.74

² Compensation requested after voluntary reductions totaling \$16,487.25.

³ Reimbursement of expenses requested after voluntary reductions totaling \$469.02.

⁴ Including Third Application Period fees.

⁵ Including Third Application Period expenses.

⁶ Third Application Period fee amounts pending Court approval of this application.

**Summary of Services by Timekeeper for the
Third Application Period, Sept. 1 - Dec. 17, 2013**

Name of Professional	Department and Licensure	Billing Rate/Hr.	Hours Billed	Total Compensation
Partners				
Audette, Brian A.	Financial Transactions & Restructuring; IL 2002	\$550.00	4.80	\$2,640.00
Carroll, Schuyler G.	Financial Transactions & Restructuring; NY 1993	\$825.00	1.60	\$1,320.00
Chopra, Vivek	Insurance Coverage Litigation; DC 1998; MD 2002	\$640.00	17.00	\$10,880.00
Linde, Selena J.	Insurance Coverage Litigation; DC 1999; MD 1997	\$725.00	90.10	\$65,322.50
Sharkey, Michael T.	Insurance Coverage Litigation; DC 1997; MD 1994	\$725.00	21.40	\$15,515.00
Tracey, Peter L.	Insurance Coverage Litigation; DC 2000; PA 1990; DE 2011	\$685.00	38.90	\$26,646.50
Counsel & Associates				
Crandell, Rusty D.	Insurance Coverage Litigation; AZ 2008	\$475.00	21.40	\$10,165.00
Podsiadlik, Nicholaus A.	Business Litigation; AZ 2011	\$405.00	36.40	\$14,742.00
Vanacore, Jeffrey D.	Financial Transactions & Restructuring; NY 2003; CO 2001; NJ 2003	\$535.00	21.70	\$11,609.50
Attorney Blended Rate, Hours and Fees:		631.03	253.30	\$159,840.50
Paraprofessionals				
Collins, Allan G.	Practice Group Project Coordinator	\$155.00	0.40	\$62.00
Gelsey, Alexander H.	PTS Analyst	\$260.00	0.30	\$78.00
Maag, Mary Lou	Paralegal	\$230.00	52.90	\$12,167.00
Sisson, Eric S.	Paralegal	\$235.00	0.40	\$94.00
Paraprofessional Hours and Fees:			54.00	\$12,401.00
Total Fees Requested:				\$154,754.25⁷

⁷ Compensation requested after voluntary reductions totaling \$16,487.25.

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RESIDENTIAL CAPITAL LLC, <u>et al.</u> ,)	Chapter 11
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Debtors.)	Jointly Administered
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**THIRD AND FINAL APPLICATION OF PERKINS COIE LLP
AS SPECIAL INSURANCE COVERAGE COUNSEL TO THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED**

For its application for compensation and reimbursement of expenses (the “**Application**”) for the period from September 1, 2013 through December 17, 2013 (the “**Third Application Period**”), Perkins Coie LLP (the “**Applicant**” or the “**Firm**”), special insurance coverage counsel to Residential Capital, LLC, Residential Funding Corporation, and Homecomings Financial Network, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

PRELIMINARY STATEMENT

As discussed in greater detail below, Applicant represented the Debtors in connection with investigating, analyzing and seeking insurance coverage proceeds under more than 160 Directors & Officers and Errors & Omissions liability insurance policies sold to Ally or its predecessor and covering the Debtors as insureds, for coverage for numerous underlying actions and claims against the Debtors. Debtors' claims for coverage under these policies (whose limits totaled well over a billion dollars) represented a significant asset of the Debtors' estates. The insurance companies had raised, or reserved their rights to raise, numerous defenses to coverage for these claims. Applicant was tasked with undertaking a full coverage analysis of these coverage claims and insurer defenses, and advising the Debtors on approaches to pursue and maximize the value of the insurance claims. Applicant also made presentations relating to the coverage claims to creditors and insurance companies. Applicant worked on an accelerated basis under significant time constraints while adhering to all deadlines set by the Debtors. Ultimately, Applicant assisted Debtors in negotiating and drafting assignments of the rights to the proceeds of these insurance coverage claims to various parties as part of the overall settlements it reached with Ally and numerous creditors. Further, Applicant assisted the Debtors in drafting and negotiating insurance settlements between Ally and certain insurance carriers to ensure preserving the Debtors remaining insurance assets.

Applicant's services provided substantial value to the Debtors. Applicant's analysis assisted Debtors in understanding the value of the insurance assets, which in turn helped Debtors determine how best to use these assets in negotiations with creditors and Ally. Applicant's efforts in presenting the insurance claims to numerous insurance companies, and in negotiating and drafting the provisions of the assignments of the insurance rights to other parties, were

designed to minimize potential insurance company defenses to coverage, thereby increasing the value of the insurance assets as a tool to achieving the settlements with Ally and numerous creditors.

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).

This Application has been prepared in accordance with General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, effective as of February 5, 2013 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 the (“**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are

managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Order Authorizing Joint Administration of the Debtors' Chapter 11 Cases [Docket No. 59].

4. On July 3, 2013, the Debtors filed the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 4153], and on July 4, 2013 filed the Proposed Disclosure Statement for the Joint Chapter 11 Plan of Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 4157]. On August 23, 2013, Residential Capital and the Official Committee of Unsecured Creditors filed a Joint Chapter 11 Plan Proposal [Docket No. 4819]. On November 18, 2013, in response to certain objections, Residential Capital and the Official Committee of the Unsecured Creditors filed a First Amended Joint Chapter 11 Plan Proposal [Docket No. 5854]. On December 3, 2013, Residential Capital and the Official Committee of the Unsecured Creditors filed a Second Amended Joint Chapter 11 Plan Proposal [Docket No. 5993]. On December 11, 2013, the Court entered an Order confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 6065]. On December 17, 2013, the Effective Date of the Plan occurred, and the Plan was substantially consummated.

B. Applicant's Retention and Interim Compensation

5. On July 17, 2012, the Court entered the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "**Interim Compensation Order**") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to submit monthly statements to the Debtors, counsel for the

Creditors' Committee, counsel for Ally Financial Inc., and the U.S. Trustee (collectively, the "Notice Parties").

6. On May 31, 2013, the Court entered the Order Authorizing the Employment and Retention of Perkins Coie LLP as Special Insurance Coverage Counsel to the Debtors, *nunc pro tunc* to March 20, 2013 [Docket No. 3853] (the "**Perkins Coie Retention Order**"), approving Applicant's retention.

7. In accordance with the Perkins Coie Retention Order, Applicant is utilizing the task codes established in this case, which correspond to appropriate project categories under the Guidelines, in all billing procedures for these Chapter 11 cases. In the ordinary course of its practice, Applicant maintains detailed computerized records of all billing records, including all professional services rendered and all disbursements advanced on behalf of the Debtors.

8. Attached hereto as Exhibit B are summaries of professional services provided by project category during the Third Application Period and during the total period from March 20 through December 17, 2013.

9. Attached hereto as Exhibit C are summaries of expenses incurred during the Third Application Period and during the total period from March 20 through December 17, 2013.

10. Attached hereto as Exhibit D is a summary of professional services provided by timekeeper during the Third Application Period which sets forth each timekeeper's name, title, year of bar admission, area of practice concentration, aggregate time expended, hourly billing rate, and total compensation requested. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

11. On October 29, 2013, Applicant served its monthly statement for services provided from September 1, 2013 through September 30, 2013 (the “**September Statement**”) on the Notice Parties. On November 22, 2013, Applicant served its monthly statement for services provided from October 1, 2013 through October 31, 2013 (the “**October Statement**”) on the Notice Parties. On December 12, 2013, Applicant served its monthly statement for services provided from November 1, 2013 through November 30, 2013 (the “**November Statement**”) on the Notice Parties. On January 13, 2014, Applicant served its monthly statement for services provided from December 1, 2013 through December 17, 2013 (the “**December Statement**”) and, together with the September, October and November Statements, (the “**Monthly Statements**”) on the Notice Parties. The objection period set by the Interim Compensation Order has passed and, with respect to Section A(1)(v) of the Local Guidelines, as of this date Applicant has received no objections to the Monthly Statements from any party.

12. Attached hereto collectively as Exhibit E are copies of Applicant’s Monthly Statements of fees and expenses in the format specified by the Guidelines and served on the Notice Parties for the Third Application Period.

13. The Monthly Statements in Exhibit E reflect voluntary aggregate deductions of \$16,487.25 in fees and \$469.02 in disbursements during the Third Application Period. As an accommodation to the client, Applicant voluntarily reduced fees for non-working attorney travel and charged no fees for addressing the Trustee’s objections to Applicant’s prior fee application, for review of monthly fee statements, and for certain individuals who billed fewer than five hours during the Third Application Period. In addition, Applicant voluntarily reduced disbursement costs for travel expenses. This resulted in total voluntary reductions in the amount

of \$16,956.27. Further information regarding these accommodations is given on the first page of each Monthly Statement in Exhibit E and also in the tables attached as Exhibits B, C and D.

14. To date the Applicant has received payments for fees totaling \$1,237,573.44 and payments for expenses totaling \$5,610.09.

15. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

16. The Monthly Statements submitted by Applicant are subject to a 20% holdback on the allowance of fees pursuant to the Interim Compensation Order (as is customary in this District). The aggregate amount of Applicant's holdback during the Third Application Period is \$30,950.85. In connection with this Third and Final Application, Applicant respectfully requests that the Court allow and order Debtors to pay all amounts previously held back or otherwise previously unpaid during the period March 20 through December 17, 2013.

**DESCRIPTION OF SERVICES PROVIDED
DURING THE THIRD APPLICATION PERIOD**

17. Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:

(a) investigating, analyzing, and seeking insurance coverage proceeds under more than 150 Directors & Officers ("D&O") and Errors & Omissions ("E&O") liability policies sold to Ally and covering the Debtors as insureds, for coverage for numerous underlying actions and claims against the Debtors. These underlying actions included the purported class action brought by the New Jersey Carpenters Health Fund, and actions brought by Mass Mutual, the FDIC, and numerous other entities alleging wrongful conduct in connection with mortgage backed securities, as well as the action by various government entities based on allegations of

“robo-signing.” The policies were sold in towers of multiple insurance policies, in years ranging from 2006 to 2013, with limits in each tower ranging from \$100 to \$300 million, depending on the year and line of coverage.

(i) At the time Applicant was retained, Ally had negotiated a proposed settlement with most of the insurance companies that had sold these D&O and E&O policies, and the Debtors were determining whether to agree to this proposed insurance settlement. Applicant was tasked with undertaking a full coverage analysis on all potential coverage issues, evaluating the reasonableness of the proposed insurance settlement, and advising the Debtors on approaches to pursue and maximize the value of the claims for insurance coverage. Applicant was asked to prepare a full coverage analysis to the creditors committee and potentially the insurance companies, depending on the discussions with Ally, within a four-month time frame.

(ii) To perform this analysis, Applicant reviewed the proposed settlement, the D&O and E&O insurance policies in each of the years, all correspondence between the insurance companies and Ally, and the coverage positions taken by each insurance company to date. Applicant also reviewed the case files and allegations in the underlying actions in light of the coverage provided, and performed legal research on the numerous defenses to coverage raised by the insurance companies and other coverage issues that could arise. Applicant also advised on the possible approaches to, and likely timetable for, pressing the insurance claims outside of the proposed settlement. These efforts provided substantial value to the Debtors by providing them with information about the strength and value of the insurance claims against these policies. Knowing the value of the asset represented by these insurance claims helped the Debtors determine how to use this asset as a part of the settlement the Debtors negotiated with Ally and numerous creditors.

(iii) Rather than agreeing to the proposed insurance settlement negotiated by Ally, the Debtors ultimately elected a different treatment of their claims for coverage under this insurance, which involved assigning their rights to the proceeds to this insurance to Ally as part of a larger deal involving, among other things, a monetary contribution from Ally. Applicant assisted in negotiating, drafting, and reviewing language in the term sheet and supporting documents for this deal, in order to maximize the likelihood that the treatment of the insurance rights would match the parties' intent, by assigning the rights intended to be transferred, while retaining with the Debtors rights to coverage up to the Effective Date under certain current insurance policies and incorporating protections for the coverage for the directors and officers of the Debtors. By structuring the settlement and transfer of insurance rights under these policies in a way designed to minimize potential insurance company defenses to coverage, these efforts provided value to the estate by maintaining the value of the asset represented by these insurance claims, thereby increasing the usefulness of this asset as a tool to achieving settlement with Ally and the creditors. In addition, the preservation of certain coverage rights for the Debtors up to the Effective Date provided additional value to the Debtors.

(iv) Applicant assisted in negotiating, drafting, and reviewing language between Ally, the Debtors, and certain insurance carriers to preserve the Debtors remaining insurance assets post assignment of certain insurance policies to Ally to preserve the Debtors unassigned insurance policy assets.

(b) advising the Debtors with regard to insurance coverage for two class action lawsuits against ResCap under thirteen professional liability insurance policies issued by twelve different carriers with a total of \$400 million in limits. The lawsuits were the CBNV/GNBT multi-district litigation in Pennsylvania federal court and the *Mitchell* litigation in

Missouri state court, and concerned certain second mortgage loans allegedly made in violation of federal lending laws. Together, the CBNV/GNBT and *Mitchell* plaintiffs claimed a total of well in excess of a billion dollars in damages. Applicant took the lead in three areas related to the insurance coverage issues implicated by these lawsuits:

(i) Applicant performed an extensive analysis of the coverage available for the claims in the CBNV/GNBT and *Mitchell* litigation including a comprehensive analysis of the facts, fourteen-year procedural history, settlement history, and legal positions of the plaintiffs and defendants. This involved reviewing all of the policies, the correspondence between the insurance companies and ResCap, and the coverage positions taken by each of the insurance companies. Applicant also performed legal research on the numerous defenses to coverage raised by the insurance companies, and advised ResCap regarding same. These efforts provided substantial value to the Debtors by providing it with information about the strength and value of the insurance claims against these \$400 million in limits. Knowing the value of the asset represented by these insurance claims helped the Debtors determine how to use this asset in achieving settlement with the CBNV/GNBT claimants.

(ii) Applicant communicated on ResCap's behalf with the insurance companies to address coverage issues and update the carriers on the bankruptcy, underlying litigation, and settlement efforts. Applicant provided the insurance companies with thousands of pages of requested documentation, responded to numerous inquiries, and coordinated conference calls and meetings with the insurance companies. As part of this effort, Applicant advised on the best approaches to present the claim and the risks presented by the underlying litigation to the insurance companies.

(iii) Applicant advised ResCap on how best to structure a potential settlement with the CBNV/GNBT plaintiffs to maximize the likelihood of an insurance recovery. Applicant also advised ResCap on insurance coverage issues implicated by the proposed Plan Support Agreement reached by the Debtors, Ally, and certain creditors. More specifically, Applicant researched and advised ResCap on insurance coverage issues that arise in the creation of trusts, the assignment of rights to insurance proceeds, and other parts of the proposed agreement. Applicant also negotiated on ResCap's behalf with the insurance carriers and advised ResCap's other legal counsel regarding negotiations with the CBNV/GNBT and *Mitchell* plaintiffs. By structuring the settlement and transfer of insurance rights to the CBNV/GNBT claimants under these policies in a way designed to minimize potential insurance company defenses to coverage, these efforts provided value to the estate by maintaining the value of the asset represented by these insurance claims, thereby increasing the usefulness of this asset as a tool to achieving settlement with the CBNV/GNBT claimants. In addition, these efforts addressed the preservation and coordination of additional coverage claims under these policies arising out of the *Mitchell* action, which represent additional valuable assets of the Debtors' estate.

(c) reviewing and responding to various parties' objections to the Plan that implicated insurance issues, including the objections filed by PNC Bank to the Kessler Class settlement.

(d) Reviewing, responding to, and revising certain insurance settlements between Ally, the Debtors and certain insurance carriers to ensure the preservation of the Kessler Class insurance assignment and the preservation of insurance claims related to the *Mitchell* action.

18. To assist the Court and other parties in interest in monitoring any duplication of efforts and to provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors, Applicant is utilizing the task codes established in this case which correspond to certain project categories in the Guidelines. The following is a summary of the most significant professional services rendered by Applicant during the Third Application Period, organized by project category and task code number:

Case Administration 004

Fees: \$450.50; Hours: 1.10

This category consists of matters related to the administration of insurance coverage aspects of the Debtors' cases, including: review and organization of background materials provided by counsel in relation to insurance coverage matters; review and organization of materials to produce to insurance carriers; drafting of charts on underlying cases and impacts on insurance issues; review of insurance carrier correspondence; and preparation for and participation in working group meetings or telephone conferences to discuss strategy and status of insurance coverage matters, and coordination of tasks.

Fee/Employment Applications 007

Fees: \$14,971.50; Hours: 41.10

During the Third Application Period Applicant prepared and filed both its first and second fee applications. Applicant took care to diligently provide the necessary information and exhibits for the Court's review while staying within the Court's minimal preparation cost guidelines.

Fees/Employment Objections – 008

Fees: \$9,174.50; Hours: 17.40

This category consists of time spent reviewing and responding to the Objections of the U.S. Trustee. Applicant has deducted 100% of the time within this task code.

Hearings - 013

Fees: \$2,015.00; Hours: 2.60

This category consists of time spent by Applicant's professionals attending in person the September 11, 2013 hearing on a prior interim fee application.

Insurance Matters 021

Fees: \$136,193.50; Hours: 215.00

This category consists of matters related to the insurance coverage issues, including a full coverage analysis on all potential coverage issues with regard to numerous underlying actions and claims against the Debtors. In addition, Applicant provided insurance coverage advice with respect to all bankruptcy filings that potentially implicated insurance issues. This work is described in detail in Paragraph 17, *supra*.

Non-Working Travel 029

Fees: \$2,247.50; Hours: 3.10

This category includes time spent by Applicant's professionals in non-working travel while representing the Debtors for the September 11th fee hearing. Applicant billed one-half of the total time that such professionals spent on non-working travel.

Monthly Fee Statements - 030

Fees: \$6,049.00; Hours: 26.30

This category includes all time spent by Applicant's professionals reviewing monthly fee statements for conformance with billing guidelines, both for purposes of monthly invoicing and preparation of two interim fee applications during this period. Applicant has deducted 100% of the time within this task code.

Minimal Hours 035

Fees: \$140.00; Hours: .70

This category includes all time spent by Applicant's professionals who billed less than five hours in total during the Third Application Period. As an accommodation to the Debtors, Applicant has deducted 100% of the time within this task code.

19. The foregoing description of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in these Chapter 11 cases. The Monthly Statements attached hereto as Exhibit E present more completely the work performed by Applicant in each project category during the Third Application Period.

CONCLUSION

20. Applicant believes that the services rendered on behalf of Debtors during the Third Application Period, and during the entire period from March 20, 2013 through December 17, 2013, were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.⁸

21. Applicant therefore respectfully requests that this Court enter an order (i) allowing Perkins Coie compensation in the amount of \$154,754.25 and reimbursement of expenses in the amount of \$873.63 for the Third Application Period; (ii) allowing Perkins Coie compensation in the total amount of \$1,469,618.00 and reimbursement of expenses in the total amount of \$14,725.01 for the period from March 20, 2013 through December 17, 2013; (iii) allowing and ordering to be paid all amounts previously unpaid; and (iii) granting such other and further relief as may be just and proper.

⁸ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

Washington, D.C.
Dated: March 3, 2014

/s/ Selena J. Linde

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EXHIBIT A

Certification

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No.: 12-12020 (MG)
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RESIDENTIAL CAPITAL LLC, et al.,) Chapter 11
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Debtors.) Jointly Administered
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT TO THE APPLICATION OF PERKINS COIE LLP AS
SPECIAL INSURANCE COVERAGE COUNSEL FOR THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD SEPTEMBER 1, 2013 THROUGH DECEMBER 17, 2013**

I, Selena J. Linde, hereby certify that:

1. I am a partner with the applicant firm, Perkins Coie LLP (the “**Firm**”), which serves as special insurance coverage counsel to Residential Capital, LLC, Residential Funding Corporation, and Homecomings Financial Network, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm's compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-447, effective as of February 5, 2013 (the "**Local Guidelines**"), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the "**UST Guidelines**") and collectively with the Local Guidelines and UST Guidelines, the "**Guidelines**"), and the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the "**Interim Compensation Order**") [Docket No. 797], in connection with the Firm's application, dated March 3, 2014 (the "**Application**"), for interim compensation and reimbursement of expenses for the period commencing September 1, 2013 through and including December 17, 2013, in accordance with the Guidelines.

3. In respect of Section B.(1) of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within in the Guidelines, including that any airfare or train fares are billed at coach rates, and any meal expenses comply with the applicable dollar and time requirements;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm's clients; and

(d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section B.(2) of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide to the U.S. Trustee for the Southern District of New York and the Debtors and their attorneys a statement of the Firm's fees and expenses accrued during the previous month.

5. In respect of Section B.(3) of the Local Guidelines, I certify that the Debtors, their attorneys, and the U.S. Trustee for the Southern District of New York are each being provided with a copy of the Application.

Dated: March 3, 2014

/s/ Selena J. Linde

Selena J. Linde
(Admitted Pro Hac Vice)

PERKINS COIE LLP
700 Thirteenth Street, N.W. Suite 600
Washington, D.C. 20005-3960
SLinde@perkinscoie.com
Telephone: 202.654.6221
Facsimile: 202.654.9952

Schuyler G. Carroll
PERKINS COIE LLP
30 Rockefeller Plaza, 22nd Floor
New York, NY 10112
SCarroll@perkinscoie.com
Telephone: 212.262.6905
Facsimile: 212.977.1636

*Special Insurance Coverage
Counsel to the Debtors*

EXHIBIT B**Summary of Services by Project Category for the
Third Application Period, Sept. 1 - Dec. 17, 2013**

Task Code	Matter	Hours Billed	Total Compensation
004	Case Administration	1.10	\$450.50
007	Fee/Employment Applications	41.10	\$14,971.50
008	Fee/Employment Objections	17.40	\$9,174.50
013	Hearings	2.60	\$2,015.00
021	Insurance Matters	215.00	\$136,193.50
022	Communication with Creditors	0.00	\$0.00
023	Meetings of Creditors	0.00	\$0.00
029	Non-Working Travel	3.10	\$2,247.50
030	Monthly Fee Statements	26.30	\$6,049.00
034	Insurer Termination	0.00	\$0.00
035	Minimal Hours	.70	\$140.00
037	Mediation	0.00	\$0.00
Subtotal Hours and Fees:		307.30	\$171,241.50
008	Fee/Employment Objections (100%)		\$9,174.50
029	Non-Working Travel (50%)		\$1,123.75
030	Monthly Fee Statements (100%)		\$6,049.00
035	Minimal Hours (100%)		\$140.00
Minus Voluntary Reductions			(\$16,487.25)
Total Fees Requested			\$154,724.25

**Summary of Services by Project Category for the
Period from March 20 through December 17, 2013**

Task Code	Matter	Hours Billed	Total Compensation
004	Case Administration	219.80	\$75,412.50
007	Fee/Employment Applications	235.70	\$106,697.50
008	Fee/Employment Objections	23.10	\$11,061.00
013	Hearings	2.60	\$2,015.00
021	Insurance Matters	2,221.70	\$1,288,905.00
022	Communication with Creditors	4.40	\$3,715.00
023	Meetings of Creditors	14.90	\$10,095.00
029	Non-Working Travel	24.80	\$19,947.50
030	Monthly Fee Statements	42.20	\$12,953.50
034	Insurer Termination	0.00	\$0.00
035	Minimal Hours	18.20	\$6,302.00
037	Mediation	1.80	\$1,228.50
Subtotal Hours and Fees:		2,809.20	\$1,538,332.50
008	Fee/Employment Objections (100%)		\$11,061.00
029	Non-Working Travel (50%)		\$9,973.75
030	Monthly Fee Statements (100%)		\$12,953.50
035	Minimal Hours (100%)		\$6,302.00
Minus Voluntary Reductions			(\$40,290.25)
Minus First & Second Application Fee Reductions			(\$28,424.25)
Total Fees Requested			\$1,469,618.00

EXHIBIT C

Summary of Expenses Incurred

Expense Category	Third Application Period	Mar. -Dec. 2013 Period
Air Express Charges	\$8.35	\$8.35
Airfare	\$596.80	\$5,230.80
Computer Research	\$51.00	\$101.50
Computer Research - Lexis/Westlaw	\$182.78	\$11,487.83
Conference Meals	\$0.00	\$1,381.55
Electronic Discovery Database Hosting	\$57.48	\$101.61
Local Travel Expense	\$229.76	\$813.16
Long Distance Telephone Charges	\$0.00	\$11.52
Messenger Charges	\$41.40	\$41.40
Photocopies and Printing	\$8.30	\$129.20
Professional Services	\$93.24	\$453.24
Staff Overtime Assistance	\$0.00	\$210.00
Telephone Conference Calls	\$3.77	\$112.92
Travel Expense	\$45.50	\$2,265.27
Travel Expense - Meals	\$24.27	\$69.71
Subtotal Expenses Incurred	\$1,342.65	\$22,418.06
Minus Voluntary Reductions:		
Airfare	\$0.00	\$4,211.00
Computer Research - Lexis/WestLaw	\$182.78	\$182.78
Conference Meals	\$0.00	\$578.05
Electronic Discovery Database Hosting	\$0.00	\$14.54
Local Travel Expense	\$151.60	\$548.00
Messenger Charges	\$41.40	\$41.40
Professional Services	\$93.24	\$93.24
Staff Overtime Assistance	\$0.00	\$210.00
Travel Expense	\$0.00	\$1,774.32
Travel Expense - Meals	\$0.00	\$39.72
Subtotal Voluntary Reductions	\$469.02	\$7,693.05
Total Reimbursement Requested:	\$873.63	\$14,725.01

EXHIBIT D

**Summary of Services by Timekeeper for the
Third Application Period, Sept. 1 - Dec. 17, 2013**

Name of Professional	Department and Licensure	Billing Rate/Hr.	Hours Billed	Total Compensation
Partners				
Audette, Brian A.	Financial Transactions & Restructuring; IL 2002	\$550.00	4.80	\$2,640.00
Carroll, Schuyler G.	Financial Transactions & Restructuring; NY 1993	\$825.00	1.60	\$1,320.00
Chopra, Vivek	Insurance Coverage Litigation; DC 1998; MD 2002	\$640.00	17.00	\$10,880.00
Linde, Selena J.	Insurance Coverage Litigation; DC 1999; MD 1997	\$725.00	90.10	\$65,322.50
Sharkey, Michael T.	Insurance Coverage Litigation; DC 1997; MD 1994	\$725.00	21.40	\$15,515.00
Tracey, Peter L.	Insurance Coverage Litigation; DC 2000; PA 1990; DE 2011	\$685.00	38.90	\$26,646.50
Counsel & Associates				
Crandell, Rusty D.	Securities Litigation; AZ 2008	\$475.00	21.40	\$10,165.00
Podsiadlik, Nicholaus A.	Business Litigation; AZ 2011	\$405.00	36.40	\$14,742.00
Vanacore, Jeffrey D.	Financial Transactions & Restructuring; NY 2003; CO 2001; NJ 2003	\$535.00	21.70	\$11,609.50
Attorney Blended Rate, Hours and Fees:		631.03	253.30	\$159,840.50
Paraprofessionals				
Collins, Allan G.	Practice Group Project Coordinator	\$155.00	0.40	\$62.00
Gelsey, Alexander H.	PTS Analyst	\$260.00	0.30	\$78.00
Maag, Mary Lou	Paralegal	\$230.00	52.90	\$12,167.00
Sisson, Eric S.	Paralegal	\$235.00	0.40	\$94.00
Paraprofessional Hours and Fees:			54.00	\$12,401.00
Total Fees Requested:				\$154,754.25⁹

⁹ Compensation requested after voluntary reductions totaling \$16,487.25.

EXHIBIT E

**Monthly Statements for Services Provided During the
Third Application Period, Sept. 1 - Dec. 17, 2013**

0

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000

Perkins
Coie
LLP

Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

INVOICE #	BILL DATE
5068948	October 29, 2013
ACCOUNT #	
088912.0001	

Matter Number / Name 088912.0001 / Insurance Coverage
Client Claim Number 2013-10-EC1460

SERVICES \$48,408.50	DISBURSEMENTS \$331.31		TOTAL \$48,739.81
ADJUSTMENT FOR FEES \$(9,572.75)	ADJUSTMENT FOR DISBURSEMENTS: \$(286.24)		ADJUSTMENT TOTAL \$(9,572.75)
TOTAL NET SERVICES \$38,835.75	TOTAL NET DISBURSEMENTS \$45.07		TOTAL DUE THIS INVOICE \$38,880.82

Payment due in U S. Currency

Description U.S. Dollars

For professional services rendered and disbursements incurred through September 30, 2013

Current Fees	\$48,408.50
Non-Working Travel	(\$1,123.75)
Monthly Fee Statements	(\$713.00)
Minimal Hours	(\$140.00)
Fees/Employment Objections	(\$7,596.00)

Net Fees	\$38,835.75
Current Disbursements	\$331.31
Disbursement Adjustment	(\$286.24)
Total Disbursements	\$45.07
Total This Invoice	\$38,880.82



INVOICE #: 5068948
Residential Capital LLC
088912.0001 / Insurance Coverage

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to

Perkins Coie LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5068948

For WIRE REMITTANCE please direct to

Perkins Coie LLP
[REDACTED]
[REDACTED]
[REDACTED]
Please reference:
Perkins Coie Account No. 088912 and Invoice 5068948



INVOICE #: 5068948
 Residential Capital LLC
 088912.0001 / Insurance Coverage

FOR SERVICES THROUGH 09/30/13

004-Case Administration

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/03/13	R. Crandell	0.30	142.50	475.00	Coordinate filing affidavit of service of preliminary approval of Kessler settlement upon insurers;
09/04/13	E. Sisson	0.40	94.00	235.00	Analyze correspondence with insurers to categorize and archive for attorney review (.2); prepare selected correspondence regarding notice to insurers for production (.2);
09/04/13	J. Vanacore	0.20	107.00	535.00	Telephone conference from RTP homeowners; review issues;
SUBTOTAL		HOURS			
004		0.90			

007-Fees/Employment Applications

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/03/13	J. Vanacore	0.70	374.50	535.00	Emails with M. Maag on response to fee application (.4); emails and telephone conference with B. Audette regarding response to fee application (.3);
09/09/13	J. Vanacore	0.30	160.50	535.00	Emails with debtors counsel regarding revised fee application order (.2); emails with E. Richards (Morrison & Foerster) regarding fee application issues (.1);
09/09/13	S. Linde	0.20	145.00	725.00	Telephone conference with S. Carroll in preparation for September 11 hearing on fee application;
09/10/13	J. Vanacore	1.20	642.00	535.00	Emails with E. Richards regarding draft fee order (.3); emails with S. Carroll regarding fee application hearing issues (.2); assemble and highlight relevant documents to prepare S. Carroll for fee application hearing (.4); follow-up telephone conference and emails with E. Richards and internally regarding U.S. Trustee's calculations for fee application order (.3);
09/11/13	J. Vanacore	0.40	214.00	535.00	Prepare email to S. Carroll on fee application hearing issues;



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007-Fees/Employment Applications

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/18/13	J. Vanacore	0.40	214.00	535.00	Review emails from debtors counsel regarding order on fee application (.1); review and resolve calculations regarding draft fee order and internal emails regarding same (.2); emails with E. Richards regarding fee order (.1);
09/25/13	J. Vanacore	0.20	107.00	535.00	Review fee order issues and compliance with same by debtors;
SUBTOTAL		HOURS			
007		3.40			

008-Fees/Employment Objections

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/03/13	B. Audette	0.80	440.00	550.00	Telephone conference with J. Vanacore regarding U.S. Trustee's objection to fee application (.3); review correspondence regarding same (.1); correspondence with J. Vanacore, S. Carroll and S. Linde regarding same (.4);
09/03/13	M. Maag	0.40	92.00	230.00	Revise and circulate draft response to trustee objections for attorney review;
09/03/13	J. Vanacore	1.10	588.50	535.00	Internal telephone conferences and emails regarding objections (.2); telephone conference with B. Masumoto of U.S. Trustee's Office regarding fee application objections (.2); draft outline of B. Masumoto telephone conference response (.4); emails with team regarding U.S. Trustee response (.3);
09/04/13	B. Audette	2.20	1,210.00	550.00	Review pleadings regarding U.S. Trustee's objection to fee application (1.1); draft email to U.S. Trustee regarding responses to U.S. Trustee's objection (.8); email to J. Vanacore and S. Linde regarding same (.3);
09/04/13	J. Vanacore	0.60	321.00	535.00	Review and resolve issues regarding response to Office of United States Trustee on objections to fee application;
09/04/13	S. Linde	0.60	435.00	725.00	Review and revise response to fee application objections and affidavit;



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008-Fees/Employment Objections

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/05/13	B. Audette	1.70	935.00	550.00	Emails with J. Vanacore regarding response to U.S. Trustee's objection to first interim fee application (.1); draft response to U.S. Trustee's objection (1.4); emails regarding same (.2);
09/05/13	M. Maag	0.40	92.00	230.00	Emails regarding calculations addressing U.S. Trustee objections to certain fees;
09/05/13	J. Vanacore	2.10	1,123.50	535.00	Review and revise proposal to U.S. Trustee regarding fee application objections (.4); emails and telephone conference with B. Matsumoto regarding proposal to resolve fee application objections (.4); internal emails regarding fee application objections (.2); review fee application objections related to specific time entries to formulate proposal to U.S. Trustee for resolution of those issues (.8); review objection deadline issues and emails with B. Audette and B. Masumoto regarding deadlines (.3);
09/06/13	B. Audette	0.10	55.00	550.00	Email regarding fee dispute with U.S. Trustee;
09/06/13	J. Vanacore	2.30	1,230.50	535.00	Telephone conference and emails with B. Masumoto regarding fee application objections (.3); internal emails regarding responding to U.S. Trustee's offer of proposed resolution of objections (.3); finalize resolution of fee application objections (.3); emails and telephone conference with S. Linde regarding fee application objections (.2); draft email summarizing U.S. Trustee's offer and review calculations (.4); draft detailed email to U.S. Trustee regarding proposed resolution of objections (.4); emails with B. Masumoto regarding proposed resolution of objections (.4);
09/09/13	J. Vanacore	1.00	535.00	535.00	Telephone conference with B. Masumoto regarding fee application objection issues (.4); review procedures regarding proposed fee application order and emails and telephone conference with B. Masumoto regarding same (.3); internal email regarding resolution and procedures to finalize objection resolution with U.S. Trustee (.3);
09/09/13	S. Linde	0.30	217.50	725.00	Answer questions regarding fee application objections of U.S. Trustee;



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008-Fees/Employment Objections

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/10/13	J. Vanacore	0.60	321.00	535.00	Prepare summary of fee objection resolution for debtors counsel (.4); follow-up email with E. Richards on fee application objection resolution with U.S. Trustee and fee application order issues (.2);
SUBTOTAL		HOURS			
008		14.20			

013-Hearings

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/11/13	S. Carroll	1.30	1,072.50	825.00	Court appearance before Judge Glenn regarding fee applications;
09/11/13	S. Linde	1.30	942.50	725.00	Attend court hearing on interim fee application;
SUBTOTAL		HOURS			
013		2.60			

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/03/13	S. Linde	2.20	1,595.00	725.00	Revise draft affidavit of service of the preliminary Kessler settlement approval order and sign same before notary (.3); review and discuss [REDACTED] [REDACTED] (.2); prepare for insurance cooperation agreement and note documents required for review and drafting (.4); review revised plan documents from Morrison & Foerster [REDACTED] [REDACTED] (1.3);
09/06/13	S. Linde	3.50	2,537.50	725.00	Analyze [REDACTED] (.2); discuss [REDACTED] [REDACTED] (.1); prepare [REDACTED] [REDACTED] [REDACTED] [REDACTED] (3.2);
09/11/13	R. Crandell	0.20	95.00	475.00	Review [REDACTED] [REDACTED];



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021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/11/13	S. Linde	3.50	2,537.50	725.00	Meeting with L. Marshall [REDACTED] (.2); analyze [REDACTED] (3.3);
09/19/13	S. Linde	1.60	1,160.00	725.00	Telephone conference with E. Frejka, N. Rosenbaum, and M. Sharkey regarding drafting insurance cooperation agreement and documents finalized post plan that will be applicable to drafting (.4); review plan documents for insurance cooperation analysis (1.1); meet with P. Tracey regarding items for inclusion in draft agreement (.1);
09/19/13	M. Sharkey	0.50	362.50	725.00	Conference call with S. Linde, creditors committee, and Morrison & Foerster attorneys regarding drafting insurance cooperation agreement with claimants on various insurance claims (.3); meeting with P. Tracey regarding drafting insurance cooperation argument with claimants on various insurance claims (.2);
09/23/13	S. Linde	5.90	4,277.50	725.00	Review [REDACTED] (2.2); review [REDACTED] (3.7);
09/24/13	R. Crandell	2.20	1,045.00	475.00	Review correspondence between Morrison & Foerster, Bryan Cave, and Kramer Levin [REDACTED];
09/24/13	S. Linde	1.10	797.50	725.00	Telephone conference with R. Crandell regarding insurance cooperation agreement and items for inclusion (.3); review [REDACTED] (.8);
09/25/13	R. Crandell	2.90	1,377.50	475.00	Call with S. Linde regarding drafting of cooperation agreement pursuant to Kessler settlement (.3); research sample cooperation agreements to facilitate drafting (.5); review [REDACTED] (2.1);



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021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/25/13	S. Carroll	0.30	247.50	825.00	Telephone conference with S. Linde regarding review of issues related to potential insurance sharing agreement and relation to structure of Chapter 11;
09/25/13	S. Linde	4.70	3,407.50	725.00	Correspondence with E. Frejka regarding insurance cooperation agreement and needed documents for drafting (.3); review of liquidating trust agreement for issue spotting related to insurance cooperation agreement (.8); email and telephone conference with R. Crandell regarding status of insurance cooperation agreement [REDACTED] (.5); review [REDACTED] [REDACTED] (3.1);
09/26/13	R. Crandell	5.50	2,612.50	475.00	Draft cooperation agreement concerning cooperation of Kessler settlement class and liquidating trust concerning the policies;
09/27/13	R. Crandell	0.20	95.00	475.00	Email P. Tracey background materials to facilitate review of draft cooperation agreement;
09/27/13	P. Tracey	5.40	3,699.00	685.00	Review Kessler settlement agreement in order to understand the factual background relating to the proposed insurance cooperation agreement (2.5); review draft of insurance cooperation agreement (1.2); propose edits to the draft insurance cooperation agreement (1.7);
09/28/13	S. Linde	3.70	2,682.50	725.00	Review R. Crandell draft of insurance cooperation agreement [REDACTED] (.9); review [REDACTED] [REDACTED] (2.8);
09/30/13	P. Tracey	4.50	3,082.50	685.00	Review liquidating trust agreement and Chapter 11 plan in order to obtain additional factual background of the proposed insurance cooperation agreement (3.3); review edits to draft insurance cooperation agreement (1.2);



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021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/30/13	S. Linde	2.60	1,885.00	725.00	Analyze [REDACTED] [REDACTED] (.8); research [REDACTED] [REDACTED] (1.8);
SUBTOTAL					
021		50.50			

029-Non-Working Travel

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/11/13	S. Linde	3.10	2,247.50	725.00	Travel to/from New York, NY for court hearing on fee application;
SUBTOTAL					
029		3.10			

030-Monthly Fee Statements (Non-Billable)

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/03/13	M. Maag	0.90	207.00	230.00	Communications regarding timekeeping use of appropriate categories (.6); draft and circulate instructions to certain timekeepers regarding basis of objections to fee application (.3);
09/18/13	M. Maag	1.60	368.00	230.00	Correspondence regarding allowed fees in draft order (.4); research negotiation history and emails with J. Vanacore regarding apparent inconsistency in figures, uncirculated negotiation record (1.2);
09/19/13	M. Maag	0.60	138.00	230.00	Detailed review of draft invoice and comment on same;
SUBTOTAL					
030		3.10			

035-Minimal Hours

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES



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035-Minimal Hours

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
09/03/13	A. Collins	0.40	62.00	155.00	Confer with S. Carroll and efile Affidavit of Service;
09/05/13	A. Gelsey	0.30	78.00	260.00	Modify and append electronic discovery database and link image collection;
SUBTOTAL		HOURS			
035		0.70			

SERVICES
\$48,408.50

ADJUSTMENTS
Premium/Discount
\$(9,572.75)

TOTAL NET SERVICES
\$38,835.75



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FOR DISBURSEMENTS THROUGH 09/30/13

DATE	DESCRIPTION	AMOUNT
08/30/2013	Messenger charges - Champion Courier Inc - Messenger charges (no charge)	\$41.40
06/04/2013	Professional Services - - Responsive Data Solutions LLC - Copy of file folder for M. Sharkey of background materials provided May 2013 (no charge)	\$93.24
09/11/2013	Local travel expense - GTS Sedan - S. Linde, 9/11/13 - Taxi from home to National Airport, Washington, DC (no charge)	\$75.80
09/13/2013	Local travel expense - GTS Sedan - S. Linde, 9/11/13 - Taxi from National Airport to home (no charge)	\$75.80
09/25/2013	Photocopies and printing	\$8.30
09/30/2013	Electronic Discovery Database Hosting - Sep 2013, Electronic Discovery Database Hosting Usage	\$14.37
08/02/2013	Computer Research - A 2013-08-02 10:42:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE4326-0; NOTE: MAAG 12-12020	\$0.20
08/02/2013	Computer Research - A 2013-08-02 10:45:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG; RETRIEVAL TYPE: DEADLINE/SCHEDULE; NOTE: MAAG 12-12020	\$3.00
08/07/2013	Computer Research - A 2013-08-07 13:00:00, Research by: Perkins Coie (PACER Usage; COURT: MTBK; SEARCH: 12-61281-JLP FIL OR ENT: FILED DOC FRO; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
08/07/2013	Computer Research - A 2013-08-07 14:54:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE4535-0; NOTE: MAAG 12-12020	\$0.30
08/07/2013	Computer Research - A 2013-08-07 15:02:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 8/7/; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$0.40
08/07/2013	Computer Research - A 2013-08-07 14:55:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 8/7/; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$0.40
08/07/2013	Computer Research - A 2013-08-07 14:51:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 8/7/; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$0.40
08/07/2013	Computer Research - A 2013-08-07 12:56:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 1/1/; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00



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DATE	DESCRIPTION	AMOUNT
08/30/2013	Computer Research - A 2013-08-30 15:30:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG; RETRIEVAL TYPE: DEADLINE/SCHEDULE; NOTE: MAAG 12-12020	\$3.00
08/30/2013	Computer Research - A 2013-08-30 00:00:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 10-15973-SCC FIL OR ENT: FILED FROM: 11/; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 10-15973	\$3.00
08/30/2013	Computer Research - A 2013-08-30 15:02:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 8/1/; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
08/30/2013	Computer Research - A 2013-08-30 15:40:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE4597-0; NOTE: MAAG 12-12020	\$0.90
08/30/2013	Computer Research - A 2013-08-30 15:39:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG; RETRIEVAL TYPE: DEADLINE/SCHEDULE; NOTE: MAAG 12-12020	\$0.10
08/30/2013	Computer Research - A 2013-08-30 18:29:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 10-15973-SCC DOCUMENT; RETRIEVAL TYPE: TRANSCRIPT:1174-0; NOTE: MAAG 10-15973	\$1.70

SUBTOTAL FOR DISBURSEMENTS
 \$331.31
 LESS REDUCTION IN DISBURSEMENTS PER CLIENT SERVICE LAWYER
 \$(286.24)

 TOTAL FOR DISBURSEMENTS
 \$45.07

SUMMARY OF SERVICES THROUGH 09/30/13

ATTORNEY/ASSISTANT	HOURS	RATE	AMOUNT
B. Audette	4.80	550.00	2,640.00
S. Carroll	1.60	825.00	1,320.00
S. Linde	34.30	725.00	24,867.50
M. Sharkey	0.50	725.00	362.50
P. Tracey	9.90	685.00	6,781.50
R. Crandell	11.30	475.00	5,367.50
J. Vanacore	11.10	535.00	5,938.50
A. Gelsey	0.30	260.00	78.00
M. Maag	3.90	230.00	897.00
E. Sisson	0.40	235.00	94.00
A. Collins	0.40	155.00	62.00
Total	78.50		\$48,408.50



INVOICE #: 5068948
Residential Capital LLC
088912.0001 / Insurance Coverage

SUMMARY OF TASK SERVICES

TASK DESCRIPTION	TOTAL TASK HOURS	TOTAL TASK AMOUNT
Case Administration	0.90	343.50
Fees/Employment Applications	3.40	1,857.00
Fees/Employment Objections	14.20	7,596.00
Hearings	2.60	2,015.00
Insurance Matters	50.50	33,496.50
Minimal Hours	0.70	140.00
Monthly Fee Statements (Non-Billable)	3.10	713.00
Non-Working Travel	3.10	2,247.50

TOTAL DUE THIS INVOICE
\$38,880.82

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000



Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

Matter Number / Name 088912.0001 / Insurance Coverage
Client Claim Number 2013-10-EC1460

TOTAL FOR SERVICES: \$41,953.00	TOTAL FOR DISBURSEMENTS: \$759.10	[REDACTED]	TOTAL DUE THIS INVOICE: \$42,712.10
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Payment due in U.S. Currency

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to

Perkins Coie LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5079407

For WIRE REMITTANCE please direct to

Perkins Coie LLP
[REDACTED]
[REDACTED]
[REDACTED]
Please reference:
Perkins Coie Account No. 088912 and Invoice 5079407



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Residential Capital LLC
088912.0001 / Insurance Coverage

FOR SERVICES THROUGH 10/31/13

004-Case Administration

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/10/13	J. Vanacore	0.20	107.00	535.00	Review docket regarding fee order (.1); emails with C. Bensen regarding fee order (.1);
SUBTOTAL		HOURS			
004		0.20			

007-Fees/Employment Applications

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/01/13	J. Vanacore	0.20	107.00	535.00	Telephone conference with S. Linde regarding fee application issues;
10/31/13	M. Maag	0.20	46.00	230.00	Emails regarding second fee application preparations;
SUBTOTAL		HOURS			
007		0.40			

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/01/13	S. Linde	0.40	290.00	725.00	Review Kramer Levin questions on status of insurance cooperation agreement (.1); email with P. Tracey regarding insurance cooperation agreement (.1); review current insurance cooperation agreement (.2);
10/02/13	P. Tracey	4.50	3,082.50	685.00	Review Kessler settlement agreement and Joint Chapter 11 Plan in order to prepare edits to draft insurance cooperation agreement as required under the Kessler settlement agreement;
10/02/13	S. Linde	0.40	290.00	725.00	Telephone conference with R. Crandell regarding insurance cooperation agreement (.2); review draft insurance cooperation agreement (.2);



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/03/13	P. Tracey	2.70	1,849.50	685.00	Review Joint Chapter 11 Plan and Rescap Liquidating Trust Agreement in order to prepare edits to draft insurance cooperation agreement as required under the Kessler settlement agreement (2.2); circulate revised draft insurance agreement for comments (.5);
10/04/13	M. Sharkey	0.20	145.00	725.00	Review and comment on draft insurance cooperation agreement to implement Kessler settlement to determine consistency with requirements of insurance agreement;
10/05/13	S. Linde	0.40	290.00	725.00	Email with R. Crandell regarding revisions to insurance cooperation agreement (.1); review current draft of insurance cooperation agreement (.3);
10/06/13	S. Linde	0.60	435.00	725.00	Review and revise cooperation agreement with Kessler class (.3); emails with M. Sharkey [REDACTED] (.1); emails with R. Crandell regarding edits to cooperation agreement (.2);
10/06/13	M. Sharkey	0.60	435.00	725.00	Review and comment on cooperation agreement with Kessler class in asserting insurance claims, as required by Kessler settlement;
10/07/13	R. Crandell	2.10	997.50	475.00	Continue drafting cooperation agreement [REDACTED] [REDACTED] [REDACTED];
10/07/13	S. Linde	1.60	1,160.00	725.00	Discussion [REDACTED] [REDACTED] (.8); correspondence with E. Frejka regarding same (.2); calls to E. Frejka regarding cooperation agreement (.2); telephone conferences with Morrison & Foerster on cooperation agreement and Kessler comments (.4);
10/08/13	R. Crandell	0.70	332.50	475.00	Review proposed edits by Kramer Levin, analyzing new proposed definitions for substantive changes;



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/08/13	S. Linde	0.90	652.50	725.00	Review and edit Kessler counsel's revisions to insurance cooperation agreement [REDACTED] (.5); emails with N. Rosenbaum regarding insurance cooperation agreement (.1); emails with M. Sharkey and R. Crandell regarding suggested revisions to insurance cooperation agreement [REDACTED] [REDACTED] (.3);
10/09/13	R. Crandell	1.60	760.00	475.00	Email S. Linde [REDACTED] (.1); update draft cooperation agreement to update [REDACTED] [REDACTED] (1.5);
10/09/13	S. Linde	1.70	1,232.50	725.00	Emails with M. Sharkey and R. Crandell regarding revisions to insurance cooperation agreement (.5); emails with creditors committee counsel (E. Frejka) regarding cooperation agreement (.2); call to N. Rosenbaum regarding new round of cooperation agreement revisions [REDACTED] [REDACTED] (.3); new round of revisions to N. Rosenbaum for discussion (.3); revise again per Kramer Levin comments (.2) telephone conference with E. Frejka and N. Rosenbaum regarding cooperation agreement (.2);
10/09/13	M. Sharkey	0.60	435.00	725.00	Review and comment on draft insurance cooperation agreement with Kessler class (.4); telephone conference with R. Crandell regarding comments to insurance cooperation agreement with Kessler class (.2);
10/10/13	R. Crandell	1.10	522.50	475.00	Review and edit drafts of motion [REDACTED] [REDACTED];
10/10/13	S. Linde	2.10	1,522.50	725.00	Review Kessler revisions to insurance cooperation agreement (.3); emails with E. Frejka regarding same (.2); explain [REDACTED] [REDACTED] (.3); review and comment [REDACTED] [REDACTED] (1.1); emails with M. Sharkey regarding coverage issues [REDACTED] (.2);



INVOICE #: 5079407
 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/11/13	R. Crandell	1.90	902.50	475.00	Analyze and edit [REDACTED] [REDACTED]; [REDACTED];
10/11/13	R. Crandell	0.60	285.00	475.00	Call with N. Rosenbaum and E. Frejka regarding edits to cooperation agreement [REDACTED] (.2); incorporate edits into cooperation agreement [REDACTED] (.4);
10/11/13	S. Linde	0.30	217.50	725.00	Telephone conferences with R. Crandell for direction regarding his call with N. Rosenbaum and E. Frejka regarding Perkins final revisions to cooperation agreement;
10/11/13	M. Sharkey	0.90	652.50	725.00	Review [REDACTED] (.7); discuss comments [REDACTED] (.2);
10/21/13	S. Linde	1.70	1,232.50	725.00	Review and analyze Kessler insurer objections;
10/21/13	M. Sharkey	0.40	290.00	725.00	Telephone conference with Curtis Mallet lawyers [REDACTED] (.2); email to V. Chopra [REDACTED] (.2);
10/22/13	P. Tracey	5.50	3,767.50	685.00	Review insurers' objections to Joint Chapter 11 Plan (2.2); review Joint Chapter 11 Plan for analysis of insurer objections (.8); summarize [REDACTED] (2.5);
10/22/13	S. Linde	0.30	217.50	725.00	Meet with P. Tracey regarding insurance objections in Kessler and planned response (.2); call to R. Crandell regarding insurance objections in Kessler and planned response (.1);
10/23/13	P. Tracey	6.50	4,452.50	685.00	Summarize [REDACTED] (3.5); review cases and authorities cited in insurers' objections to Joint Chapter 11 Plan (3.0);



INVOICE #: 5079407
 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/23/13	S. Linde	1.10	797.50	725.00	Review status of insurance objection response and comment regarding same (.8); discuss [REDACTED] (.1); meeting with P. Tracey and M. Sharkey regarding insurer objection (.2);
10/23/13	M. Sharkey	0.90	652.50	725.00	Email regarding response to Curtis Mallet lawyers [REDACTED] (.4); discuss [REDACTED] (.1); telephone conference with Curtis Mallet lawyers [REDACTED] (.2); discuss insurance company objections to Kessler settlement and debtors' response with S. Linde and P. Tracey (.2);
10/24/13	N. Podsiadlik	0.90	364.50	405.00	Telephone conference with P. Tracey regarding insurers' motion opposing the proposed Chapter 11 plan, and necessary research to respond to their motion, as preparation for response to their motion (.2); analyze insurers' motion opposing the proposed Chapter 11 in preparation for required research to draft a response to their objection (.7);
10/24/13	P. Tracey	4.50	3,082.50	685.00	Summarize [REDACTED] (2.0); review cases and authorities cited in insurers' objections to Joint Chapter 11 Plan (2.5);
10/24/13	M. Sharkey	1.80	1,305.00	725.00	Prepare responses to insurance company objections to Kessler settlement (.6); discuss with P. Tracey responses to insurance company objections to Kessler settlement (.6); participate in portion of conference call with Kramer Levin and Morrison & Foerster regarding responding to insurance company objections to Kessler settlement (.6);
10/25/13	N. Podsiadlik	3.20	1,296.00	405.00	Telephone conference with M. Sharkey and P. Tracey regarding response to insurer objections (.7); begin researching [REDACTED] [REDACTED] [REDACTED] [REDACTED] (2.5);



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021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/25/13	P. Tracey	1.30	890.50	685.00	Participate in portions of telephone conference with creditors committee regarding responses to insurers' objections to Joint Chapter 11 Plan (.3); conference with M. Sharkey and N. Podsiadlik regarding response to insurers' objections to Joint Chapter 11 Plan (1.0);
10/25/13	M. Sharkey	0.80	580.00	725.00	Meet with P. Tracey and N. Podsiadlik regarding arguments to oppose insurance company objections to Kessler settlement;
10/29/13	M. Sharkey	0.10	72.50	725.00	Prepare for team meeting regarding brief opposing insurance company objections to Kessler settlement;
10/30/13	N. Podsiadlik	5.60	2,268.00	405.00	Research Michigan and New York law [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED];
10/30/13	P. Tracey	0.50	342.50	685.00	Telephone conference with S. Linde, M. Sharkey, and N. Podsiadlik regarding outline for response to insurer objections to Joint Chapter 11 Plan;
10/30/13	S. Linde	0.40	290.00	725.00	Telephone conference with N. Rosenbaum regarding insurance objections and email to team regarding same (.2); telephone conference with N. Podsiadlik, P. Tracey, V. Chopra and M. Sharkey regarding status of response to insurer objections (.2);
10/30/13	M. Sharkey	0.70	507.50	725.00	Review first set of insurance company objections to settlement (.1); team meeting regarding response to insurance company objections to Kessler settlement (.6);



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Residential Capital LLC
088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
10/31/13	N. Podsiadlik	6.90	2,794.50	405.00	Finish researching [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (2.1); analyze Joint Plan language to revise language to propose as a counter-offer to meet the insurers' objections [REDACTED] [REDACTED] (.8); research case law [REDACTED] [REDACTED] to draft response to insurers' objections to the Joint Chapter 11 Plan (4.0);
SUBTOTAL					
021		69.00			

SERVICES
\$41,953.00

FOR DISBURSEMENTS THROUGH 10/31/13

DATE	DESCRIPTION	AMOUNT
09/11/2013	Travel expense -- S. Linde, New York, NY, 9/11	\$45.50
09/09/2013	Airfare -- S. Linde, New York, NY, 9/11/2013; Ticket#7304288561	\$521.80
09/11/2013	Airfare -- S. Linde, New York, NY, 9/11	\$75.00
09/11/2013	Local travel expense - S. Carroll - RT subway to/from courthouse for hearing, 9/11/13	\$5.00
09/15/2013	Local travel expense - Cab from LaGuardia Airport to courthouse - Selena Linde, 9/11/13	\$73.16
09/11/2013	Travel expense meals -- S. Linde, New York, NY, 9/11	\$24.27
10/31/2013	Electronic Discovery Database Hosting - Oct 2013, Electronic Discovery Database Hosting Usage	\$14.37

INVOICE #: 5079407
Residential Capital LLC
088912.0001 / Insurance Coverage



TOTAL FOR DISBURSEMENTS
\$759.10

SUMMARY OF SERVICES THROUGH 10/31/13

ATTORNEY/ASSISTANT	HOURS	RATE	AMOUNT
S. Linde	11.90	725.00	8,627.50
M. Sharkey	7.00	725.00	5,075.00
P. Tracey	25.50	685.00	17,467.50
R. Crandell	8.00	475.00	3,800.00
N. Podsiadlik	16.60	405.00	6,723.00
J. Vanacore	0.40	535.00	214.00
M. Maag	0.20	230.00	46.00
Total	69.60		\$41,953.00

SUMMARY OF TASK SERVICES

TASK DESCRIPTION	TOTAL TASK HOURS	TOTAL TASK AMOUNT
Case Administration	0.20	107.00
Fees/Employment Applications	0.40	153.00
Insurance Matters	69.00	41,693.00

TOTAL DUE THIS INVOICE
\$42,712.10

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000



Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

INVOICE #	BILL DATE
5087334	December 12, 2013
ACCOUNT #	
088912.0001	

Matter Number / Name 088912.0001 / Insurance Coverage
Client Claim Number 2013-10-EC1460

SERVICES \$49,305.50	DISBURSEMENTS \$218.60		TOTAL \$49,524.10
ADJUSTMENT FOR FEES (\$5,152.00)			ADJUSTMENT TOTAL (\$5,152.00)
	ADJUSTMENT FOR DISBURSEMENTS: (\$182.78)		ADJUSTMENT TOTAL (\$182.78)
TOTAL NET SERVICES \$44,153.50	TOTAL NET DISBURSEMENTS \$35.82		TOTAL DUE THIS INVOICE \$44,189.32

Payment due in U.S. Currency

Description U.S. Dollars

For professional services rendered and disbursements incurred through November 30, 2013

Current Fees	\$49,305.50
Monthly Fee Statements	(\$5,152.00)
Net Fees	\$44,153.50
Current Disbursements	\$218.60
Disbursement Adjustment	(\$182.78)
Total Disbursements	\$35.82
Total This Invoice	\$44,189.32



INVOICE #: 5087334
Residential Capital LLC
088912.0001 / Insurance Coverage

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to

Perkins Coie LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5087334

For WIRE REMITTANCE please direct to

Perkins Coie LLP
[REDACTED]
[REDACTED]
[REDACTED]
Please reference:
Perkins Coie Account No. 088912 and Invoice 5087334



INVOICE #: 5087334
 Residential Capital LLC
 088912.0001 / Insurance Coverage

FOR SERVICES THROUGH 11/30/13

007-Fees/Employment Applications

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/06/13	M. Maag	0.40	92.00	230.00	Arrange for assistance with preparation of fee application exhibits and conference regarding same;
11/07/13	M. Maag	2.70	621.00	230.00	Draft instructions for billing coordinator regarding collecting data needed for second interim fee application and numerous follow-up communications regarding same (1.4); instruct assistance on preparation of data and exhibits for fee application (.4); begin drafting narrative text for project categories (.9);
11/08/13	M. Maag	2.60	598.00	230.00	Continue preparation of second fee application including supervising preparation of data exhibits and numerous conferences regarding same, reviewing and revising project category narrative (2.3); correspondence with lawyer and staff personnel to update license information for fee application (.3);
11/08/13	J. Vanacore	0.40	214.00	535.00	Emails with N. Manheim regarding fee order (.1); initial review of same (.3);
11/11/13	J. Vanacore	0.40	214.00	535.00	Initial review of second fee application and related issues;
11/12/13	M. Maag	2.00	460.00	230.00	Emails with J. Vanacore, S. Linde regarding drafting and revisions to narrative of fee application (.2); draft and forward fee application for attorney review (1.2); prepare instructions for preparation of fee application supporting exhibits and conferences with assistants regarding tasks (.6);
11/12/13	J. Vanacore	0.90	481.50	535.00	Initial review of fee application issues (.3); work on drafting inserts regarding fee application (.6);
11/13/13	M. Maag	3.10	713.00	230.00	Communications with personnel department colleagues regarding providing admission related information for fee application exhibit (.3); arrange for assistance with preparation of various exhibits (.6); numerous communications with billing coordinator regarding preparation of data for fee application exhibits (.8); review and revise application to include attorney comments (1.4);



INVOICE #: 5087334
 Residential Capital LLC
 088912.0001 / Insurance Coverage

007-Fees/Employment Applications

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/14/13	M. Maag	6.40	1,472.00	230.00	Emails regarding details of submission of fee application, assignment of tasks (.3); work with billing coordinator and colleagues regarding details needed for preparation of fee application exhibits (1.8); detailed review of application and exhibits (2.4); revise application and exhibits to incorporate data and attorney comments (1.9);
11/14/13	S. Linde	0.80	580.00	725.00	Review and revise descriptive language in fee application;
11/15/13	M. Maag	3.10	713.00	230.00	Detailed review of revised exhibit data and conferences regarding same (1.4); review exhibits to application (.7); review attorney comments to application and revise accordingly (.4); communications with team regarding details of application filing and service including assignment of tasks regarding same (.4); email to Morrison & Foerster regarding filing and service issues (.2);
11/17/13	M. Maag	1.80	414.00	230.00	Review and revise fee application text and exhibits (1.1); emails with J. Vanacore regarding application details, additional changes to be made (.7);
11/17/13	J. Vanacore	2.30	1,230.50	535.00	Review and revision of fee application (1.9); emails with E. Richards regarding fee application issues (.2); follow-up telephone conference with E. Richards regarding fee application issues (.2);
11/18/13	M. Maag	2.40	552.00	230.00	Numerous communications among team members regarding final reviews and revisions of fee application (.9); review and revise application and supporting documents to incorporate attorney comments (.9); compile and forward fee application and supporting documents to debtor's counsel for filing and service (.6);
11/18/13	J. Vanacore	3.20	1,712.00	535.00	Final detailed review and revision to fee application;
11/18/13	S. Linde	0.20	145.00	725.00	Final review of fee application pre-filing;
11/19/13	M. Maag	0.60	138.00	230.00	Review docket regarding fee application status (.1); retrieve and circulate court stamped copy of application (.3); email colleagues regarding court-required redaction issues (.2);
SUBTOTAL		HOURS			
007		33.30			



INVOICE #: 5087334
 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/01/13	N. Podsiadlik	8.70	3,523.50	405.00	Draft response to insurers' objections to Joint Plan, including reviewing and incorporating factual documents to rebut insurers' arguments that client had been unreasonable and incorporating research from this week regarding insurance neutrality and insurers' standing to object, law of Michigan and New York [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (6.9); draft email to P. Tracey, S. Linde regarding draft response (.3); telephone conference with S. Linde, M. Sharkey [REDACTED] [REDACTED] (.8); review co-counsel's proposed changes to Joint Plan language (.5); draft email to S. Linde, M. Sharkey analyzing co-counsel's proposed changes to Joint Plan language [REDACTED] (.2);
11/01/13	P. Tracey	1.50	1,027.50	685.00	Review draft of response to insurer's objections to joint Chapter 11 Plan (1.2); email correspondence regarding strategy for completing response to insurers' objections to Joint Chapter 11 Plan (.3);
11/01/13	S. Linde	2.10	1,522.50	725.00	Calls to and conference call with creditors committee counsel [REDACTED] [REDACTED] [REDACTED] (.7); telephone conference with V. Chopra regarding creditors committee proposal for resolving insurer objections (.2); analyze and discuss with V. Chopra insurers objections to the plan and proposed settlement of objections (.6); review, revise and discuss draft proposed edits to proposal (.6);
11/01/13	M. Sharkey	1.20	870.00	725.00	Review response to insurance neutrality objections;



INVOICE #: 5087334
 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/01/13	V. Chopra	2.90	1,856.00	640.00	Review previous drafts of plan [REDACTED] (1.0); review insurer objections to plan (.4); review proposal for resolving insurer objections (.3); telephone conference with S. Linde regarding same (.2); draft proposed edits to proposal (1.0);
11/02/13	S. Linde	1.20	870.00	725.00	Review of draft brief in response to insurer objections to Kessler settlement [REDACTED] (.3); correspondence regarding our draft revisions to creditors committee proposal to curtail insurer objections (.2); review correspondence and pleadings from J. Wishnew [REDACTED] [REDACTED] (.7);
11/02/13	M. Sharkey	0.80	580.00	725.00	Review and comment on [REDACTED];
11/03/13	S. Linde	3.60	2,610.00	725.00	Prepare for conference call with counsel for creditors committee regarding insurer objections to plan (.3); conference call with counsel for creditors committee and V. Chopra regarding insurer objections to plan and proposed resolution to same (.5); review and revise edit proposal to insurers (.2); [REDACTED] [REDACTED] [REDACTED] [REDACTED] (2.3); conference call with M. Sharkey regarding same (.2); email with J. Wishnew regarding proposed edits [REDACTED] (.1);
11/03/13	V. Chopra	1.10	704.00	640.00	Prepare for conference call with counsel for creditors committee regarding insurer objections to plan (.3); conference call with counsel for creditors committee and S. Linde regarding insurer objections to plan and proposed resolution to same (.5); review edit proposal to insurers (.3);
11/04/13	M. Sharkey	1.20	870.00	725.00	Review and comment on [REDACTED];
11/04/13	V. Chopra	0.20	128.00	640.00	Review revisions to plan for purposes of resolving insurer objections and email regarding same;



INVOICE #: 5087334
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088912.0001 / Insurance Coverage

021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/05/13	N. Podsiadlik	4.40	1,782.00	405.00	Revise [REDACTED] [REDACTED] (1.2); research all jurisdictions [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.5); research all jurisdictions [REDACTED] [REDACTED] [REDACTED] (1.0); draft email to S. Linde, P. Tracey, V. Chopra [REDACTED] [REDACTED] [REDACTED] [REDACTED] (.7);
11/05/13	S. Linde	2.30	1,667.50	725.00	Review updated version of the plan circulated by Kramer Levin and review and comment to N. Rosenbaum and J. Wishnew regarding sections responding to insurance carriers objections [REDACTED] [REDACTED] (.4); email with J. Wishnew regarding Ally proposed settlement of ACE policies [REDACTED] [REDACTED] (.3); review and revise [REDACTED] [REDACTED] (1.3); conference with M. Sharkey regarding same (.2); call to J. Wishnew to discuss revisions (.1);
11/05/13	M. Sharkey	0.10	72.50	725.00	Review draft settlement between ACE and Ally;
11/05/13	V. Chopra	0.80	512.00	640.00	Review draft amended plan for proposed edits made to resolve objections to plan from certain GM Insurers (.3); conference call with D. Eggerman, counsel for creditors committee, regarding insurer objections to plan (.2); draft email to N. Podsiadlik regarding responses to insurer objections to plan [REDACTED] (.3);



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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/06/13	N. Podsiadlik	4.80	1,944.00	405.00	Continue researching [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.0); prepare for and telephone conference with S. Linde, V. Chopra, P. Tracey [REDACTED] (.3); research [REDACTED] [REDACTED] (3.5);
11/06/13	P. Tracey	1.50	1,027.50	685.00	Review and edit draft responses to insurers' objections to Joint Chapter 11 Plan (1.2); telephone conference with S. Linde, V. Chopra, and N. Podsiadlik regarding strategy in response to insurers' objections to Joint Chapter 11 Plan (.3);
11/06/13	S. Linde	0.10	72.50	725.00	Call to J. Wishnew [REDACTED] [REDACTED];
11/06/13	V. Chopra	4.20	2,688.00	640.00	Edit response to insurer objections to plan (.5); review case law, drafts of Plan language, and research memos for purposes of editing response to insurer objections and answering questions of creditors committee counsel (1.5); telephone conference with N. Podsiadlik regarding response to insurer objections to plan (.4); telephone conference with P. Tracey, S. Linde, and N. Podsiadlik regarding response to insurer objections (.3); review [REDACTED] [REDACTED] [REDACTED] (1.0); telephone conference with N. Podsiadlik regarding same (.2); draft email regarding response to insurer objections to plan (.3);
11/07/13	N. Podsiadlik	0.30	121.50	405.00	Respond to V. Chopra regarding [REDACTED] [REDACTED] [REDACTED];



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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/07/13	V. Chopra	1.10	704.00	640.00	Exchange email with D. Eggerman, creditors committee counsel, regarding insurer objections (.2); edit latest proposal from certain GM insurers (.5); email with N. Podsiadlik, S. Linde, and D. Eggerman regarding same (.4);
11/08/13	P. Tracey	0.50	342.50	685.00	Review and edit draft responses to insurer's objections to Joint Chapter 11 Plan;
11/08/13	S. Linde	0.30	217.50	725.00	Review V. Chopra email regarding insurer objections and review of revised document regarding same;
11/08/13	V. Chopra	1.70	1,088.00	640.00	Review suggested edits to responses to insurer offer regarding insurer objections to plan (.4); edit responses to insurer objections (.5); conference calls with D. Eggerman, counsel for creditors committee, regarding insurer objections to plan (.5); draft email regarding insurer objections to plan (.3);
11/12/13	S. Linde	0.20	145.00	725.00	Email with G. Lee regarding GM insurer objections [REDACTED];
11/12/13	V. Chopra	0.30	192.00	640.00	Review compromise language in amended plan regarding insurance neutrality;
11/13/13	N. Podsiadlik	0.80	324.00	405.00	Draft email to V. Chopra, P. Tracey [REDACTED] [REDACTED] [REDACTED] [REDACTED];
11/18/13	N. Podsiadlik	0.80	324.00	405.00	Conference with R. Crandell regarding request from co-counsel for additional explanation of changes made to plan with regards to insurance, in order to prepare to present the modified plan to the court (.3); draft overview of changes made to portions of plan related to insurance to provide co-counsel with simple language to present to the court as part of overview of the amendments to the plan (.5);
11/18/13	S. Linde	0.50	362.50	725.00	Revise talking points for insurance plan modifications for Morrison & Foerster's discussion with the court (.4); review and revise correspondence from N. Podsiadlik regarding insurance modifications to plan and purpose of each (.1);



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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/21/13	S. Linde	0.60	435.00	725.00	Meeting with M. Sharkey regarding [REDACTED] (.5); call to J. Walsh [REDACTED] (.1);
11/21/13	M. Sharkey	0.80	580.00	725.00	Review and comment on [REDACTED];
11/28/13	S. Linde	1.10	797.50	725.00	Email from J. Wishnew [REDACTED] [REDACTED] (.2); email with J. Wishnew and N. Rosenbaum regarding same (.1); review draft motion [REDACTED] [REDACTED] (.8);
11/29/13	S. Linde	0.10	72.50	725.00	Email with J. Wishnew [REDACTED];
11/30/13	S. Linde	5.20	3,770.00	725.00	Review and revise [REDACTED] [REDACTED] [REDACTED] (2.2); review [REDACTED] (.3); research [REDACTED] [REDACTED] (1.1); revise [REDACTED] [REDACTED] (1.6);
SUBTOTAL		HOURS			
021		57.00			

030-Monthly Fee Statements (Non-Billable)

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/01/13	M. Maag	2.40	552.00	230.00	In preparation for second fee application, review monthly time entries for thoroughness and mark up invoices (1.6); draft email to timekeepers regarding revisions needed per court and trustee guidelines and forward invoices to timekeepers (.8);



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030-Monthly Fee Statements (Non-Billable)

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/04/13	M. Maag	0.80	184.00	230.00	Numerous communications with timekeepers regarding thoroughness of entries;
11/05/13	M. Maag	2.80	644.00	230.00	Continue working with timekeepers regarding thoroughness of entries, including drafting instructions and numerous telephone conferences with timekeepers;
11/06/13	M. Maag	0.90	207.00	230.00	Review and compile revised time entries (.5); draft instructions to billing coordinator regarding finalizing invoices for application period (.4);
11/07/13	M. Maag	0.90	207.00	230.00	Review additional timekeeper edits and arrange for finalizing invoices to support second fee application;
11/11/13	M. Maag	1.60	368.00	230.00	Continue reviewing monthly statements to confirm all corrections have been made (.9); numerous communications with billing coordinators and colleagues regarding same (.6);
11/12/13	M. Maag	2.70	621.00	230.00	Numerous communications with billing coordinator regarding discrepancies between monthly statements and accounting to correct system records, steps necessary to correct issues;
11/13/13	M. Maag	2.20	506.00	230.00	Continued numerous communications with accounting team regarding accounting system figure inconsistency with actual billings (1.4); draft lengthy email regarding issues to be addressed, system and procedures to eliminate future difficulties and appropriately track data (.8);
11/14/13	M. Maag	3.30	759.00	230.00	Numerous communications with accounting personnel regarding continued inconsistencies between billings and underlying figures (2.1); begin drafting tracking workbook for more efficient preparation of accurate monthly statements (.7); prepare additional task lists and instructions (.5);
11/15/13	M. Maag	2.20	506.00	230.00	Continued work with accounting personnel to identify and correct underlying number inconsistencies (1.4); detailed review of monthly statements and arrange for corrections to be made (.8);
11/21/13	M. Maag	1.70	391.00	230.00	Continue preparation of tracking tools for various adjustments to other invoice issues to streamline preparation of data for fee applications;



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030-Monthly Fee Statements (Non-Billable)

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
11/21/13	M. Maag	0.30	69.00	230.00	Review draft invoice for October services (.1); emails regarding same (.2);
11/25/13	M. Maag	0.60	138.00	230.00	Review and revise tracking workbook (.3); email regarding workbook procedures (.3);
SUBTOTAL		HOURS			
030		22.40			

SERVICES
\$49,305.50

ADJUSTMENTS
Premium/Discount
\$(5,152.00)

TOTAL NET SERVICES
\$44,153.50

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FOR DISBURSEMENTS THROUGH 11/30/13

DATE	DESCRIPTION	AMOUNT
08/07/2013	Air express charge	\$8.35
11/01/2013	Electronic Discovery Database Hosting - Nov 2013, Electronic Discovery Database Hosting Usage	\$14.37
11/06/2013	Computer research - Lexis/WestLaw - \$182.78 (No charge)	\$182.78
10/10/2013	Computer Research - A 2013-10-10 20:30:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG; RETRIEVAL TYPE: ASSOCIATED CASES; NOTE: MAAG 12-12020	\$0.40
10/10/2013	Computer Research - A 2013-10-10 20:31:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 1/1; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
10/10/2013	Computer Research - A 2013-10-10 20:43:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE1387-0; NOTE: MAAG 12-12020	\$0.50
10/10/2013	Computer Research - A 2013-10-10 20:57:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882 DOCUMENT; RETRIEVAL TYPE: IMAGE2-0; NOTE: MAAG 12-12020	\$0.90
10/10/2013	Computer Research - A 2013-10-10 20:58:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE3-3; NOTE: MAAG 12-12020	\$0.30
10/10/2013	Computer Research - A 2013-10-10 20:58:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE3-4; NOTE: MAAG 12-12020	\$0.10
10/10/2013	Computer Research - A 2013-10-10 20:58:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE3-2; NOTE: MAAG 12-12020	\$0.50
10/10/2013	Computer Research - A 2013-10-10 20:58:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE3-0; NOTE: MAAG 12-12020	\$0.50
10/10/2013	Computer Research - A 2013-10-10 20:56:00, Research by: Perkins Coie (PACER Usage; COURT: 00PCL; SEARCH: NAME NEW ENGLAND COMPOUNDING MASSACHUSET; RETRIEVAL TYPE: BANKRUPTCY PARTY SEARCH; NOTE: MAAG 12-12020	\$0.10
10/10/2013	Computer Research - A 2013-10-10 00:00:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 9/26; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$1.60



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DATE	DESCRIPTION	AMOUNT
10/10/2013	Computer Research - A 2013-10-10 20:58:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE3-1; NOTE: MAAG 12-12020	\$1.00
10/10/2013	Computer Research - A 2013-10-10 21:00:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE49-0; NOTE: MAAG 12-12020	\$0.60
10/10/2013	Computer Research - A 2013-10-10 20:59:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882 DOCUMENT; RETRIEVAL TYPE: IMAGE45-0; NOTE: MAAG 12-12020	\$0.10
10/10/2013	Computer Research - A 2013-10-10 20:56:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882 FIL OR ENT: FILED DOC FROM: 0; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
10/10/2013	Computer Research - A 2013-10-10 21:00:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE49-1; NOTE: MAAG 12-12020	\$0.40
10/10/2013	Computer Research - A 2013-10-10 21:00:00, Research by: Perkins Coie (PACER Usage; COURT: MABK; SEARCH: 12-19882; RETRIEVAL TYPE: IMAGE49-2; NOTE: MAAG 12-12020	\$0.10

SUBTOTAL FOR DISBURSEMENTS
 \$218.60
 LESS REDUCTION IN DISBURSEMENTS PER CLIENT LEAD
 \$(182.78)

 TOTAL FOR DISBURSEMENTS
 \$35.82

SUMMARY OF SERVICES THROUGH 11/30/13

ATTORNEY/ASSISTANT	HOURS	RATE	AMOUNT
V. Chopra	12.30	640.00	7,872.00
S. Linde	18.30	725.00	13,267.50
M. Sharkey	4.10	725.00	2,972.50
P. Tracey	3.50	685.00	2,397.50
N. Podsiadlik	19.80	405.00	8,019.00
J. Vanacore	7.20	535.00	3,852.00
M. Maag	47.50	230.00	10,925.00
Total	112.70		\$49,305.50

SUMMARY OF TASK SERVICES

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TASK DESCRIPTION	TOTAL TASK HOURS	TOTAL TASK AMOUNT
Fees/Employment Applications	33.30	10,350.00
Insurance Matters	57.00	33,803.50
Monthly Fee Statements (Non-Billable)	22.40	5,152.00

**TOTAL DUE THIS INVOICE
\$44,189.32**

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000



Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

INVOICE #	BILL DATE
5099446	January 13, 2014
ACCOUNT #	
088912.0001	

Matter Number / Name 088912.0001 / Insurance Coverage
Client Claim Number 2013-10-EC1460

SERVICES \$31,574.50	DISBURSEMENTS \$33.64		TOTAL \$31,608.14
ADJUSTMENT FOR FEES \$(184.00)			ADJUSTMENT TOTAL \$(184.00)
ADJUSTMENT FOR FEES \$(1,578.50)			ADJUSTMENT TOTAL \$(1,578.50)
TOTAL NET SERVICES \$29,812.00	TOTAL NET DISBURSEMENTS \$33.64		TOTAL DUE THIS INVOICE \$29,845.64

Payment due in U.S. Currency

Description U.S. Dollars

For professional services rendered and disbursements incurred through December 17, 2013

Current Fees	\$31,574.50
Fees/Employment Objections	(\$1,578.50)
Monthly Fee Statements	(\$184.00)
Net Fees	\$29,812.00
Net Disbursements	\$33.64
Total This Invoice	\$29,845.64



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INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to

Perkins Coie LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5099446

For WIRE REMITTANCE please direct to

Perkins Coie LLP
[REDACTED]
[REDACTED]
[REDACTED]
Please reference:
Perkins Coie Account No. 088912 and Invoice 5099446



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FOR SERVICES THROUGH 12/31/13

007-Fees/Employment Applications

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/09/13	J. Vanacore	0.40	214.00	535.00	Review and resolve hearing issues regarding fee application (.2); work with S. Linde on fee application (.2);
12/09/13	S. Linde	0.20	145.00	725.00	Email and telephone conference regarding fee application issues;
12/16/13	S. Linde	0.70	507.50	725.00	Telephone conference with E. Richards regarding telephonic appearance at fee application hearing (.1); registration for telephonic appearance (.3); telephone conference with V. Chopra to prepare for fee application hearing (.3);
12/17/13	S. Linde	0.20	145.00	725.00	Review draft of court order on fee application (.1); email with V. Chopra regarding accuracy from 12/17 court hearing (.1);
12/17/13	V. Chopra	2.50	1,600.00	640.00	Attend bankruptcy court hearing by telephone;
SUBTOTAL					
007		4.00			

008-Fees/Employment Objections

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/09/13	J. Vanacore	0.40	214.00	535.00	Review U.S. Trustee's objection to fees;
12/09/13	S. Linde	0.10	72.50	725.00	Review Trustee's objections to interim fee application and telephone conference and emails regarding same;
12/10/13	M. Maag	0.50	115.00	230.00	Review Trustee's fee objections (.1); communications with team regarding procedures for subsequent fee applications (.4);
12/10/13	J. Vanacore	1.10	588.50	535.00	Review U.S. Trustee's fee objection and outline response (.5); prepare for telephone conference with U.S. Trustee regarding fee objections (.5); telephone conference with U.S. Trustee regarding fee objections (.1);
12/11/13	J. Vanacore	0.20	107.00	535.00	Prepare for and follow-up telephone conference with U.S. Trustee regarding fee objections;



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008-Fees/Employment Objections

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/12/13	J. Vanacore	0.50	267.50	535.00	Prepare for and telephone conference with U.S. Trustee regarding fee objection issues;
12/13/13	J. Vanacore	0.40	214.00	535.00	Final review and resolution of U.S. Trustee objections regarding fee application;
SUBTOTAL					
008		3.20			

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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/01/13	S. Linde	2.10	1,522.50	725.00	Analysis [REDACTED] (.8); prepare for and conference call with J. Wishnew and N. Rosenbaum [REDACTED] (.9); email with M. Meltzer regarding same and ResCap objections to language (.2); email with M. Sharkey regarding call on revised draft [REDACTED] (.2);
12/02/13	S. Linde	3.80	2,755.00	725.00	Review [REDACTED] [REDACTED] [REDACTED] (1.4); meet with M. Sharkey to discuss alternative language (.2); telephone conferences with N. Rosenbaum and J. Wishnew to discuss revisions and next steps [REDACTED] (.4); telephone conference with Kirkland & Ellis (representing AFI-Michael Meltzer) and Anderson Kill (Josh Gold representing AFI regarding insurance) (.5); call to W. Thompson regarding update [REDACTED] (.1); telephone conferences with D. Piedra and J. Moldovan (counsel for the independent directors [REDACTED] (.6); email with D. Piedra (counsel for independent directors) [REDACTED] [REDACTED] (.4); email with J. Wishnew [REDACTED] [REDACTED] (.2);
12/02/13	M. Sharkey	0.70	507.50	725.00	Prepare for telephone conference [REDACTED] [REDACTED] (.2); telephone conference [REDACTED] (.5);



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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/03/13	S. Linde	4.30	3,117.50	725.00	Review and revise [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (2.1); telephone conferences with D. Piedra and J. Moldovan [REDACTED] [REDACTED] (.7); telephone conferences with M. Meltzer [REDACTED] [REDACTED] [REDACTED] (.6); update to T. Hamzepour, W. Thompson, L. Kruger, and N. Rosenbaum regarding status of negotiations (.2); email with Kirkland & Ellis attorney R. Schrock (representing AFI) [REDACTED] [REDACTED] [REDACTED] [REDACTED] (.3); combine Morrison Cohen and Perkins revisions and forward to Kirkland & Ellis [REDACTED] [REDACTED] (.2); telephone conference with J. Wishnew [REDACTED] [REDACTED] (.2);
12/03/13	M. Sharkey	1.10	797.50	725.00	Review [REDACTED] (.8); forward documents [REDACTED] (.3);
12/04/13	S. Linde	0.40	290.00	725.00	Review J. Haims comments [REDACTED] [REDACTED] (.3); email with J. Wishnew regarding same (1.);
12/06/13	R. Crandell	2.10	997.50	475.00	Call with S. Linde [REDACTED] [REDACTED] (.2); update [REDACTED] [REDACTED] [REDACTED] (1.9);



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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/06/13	S. Linde	2.60	1,885.00	725.00	Review and revise [REDACTED] [REDACTED] (1.1); discuss [REDACTED] [REDACTED] [REDACTED] (.4); telephone conferences with AFI [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.1);
12/06/13	M. Sharkey	2.20	1,595.00	725.00	Review and comment [REDACTED] (.6); telephone conferences and emails [REDACTED] [REDACTED] (1.6);
12/06/13	V. Chopra	0.60	384.00	640.00	Review coverage chart and cooperation agreement with Kessler plaintiffs [REDACTED] [REDACTED] (.4); draft email regarding same (.2);
12/07/13	S. Linde	0.80	580.00	725.00	Review edits from Kirkland & Ellis [REDACTED] [REDACTED] [REDACTED] (.4); email with M. Sharkey regarding revisions by Kirkland & Ellis [REDACTED] [REDACTED] (4);



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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/09/13	S. Linde	4.10	2,972.50	725.00	Telephone conference with W. Thompson and T. Hamzehpour [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.3); discussion [REDACTED] (.4); telephone conference with M. Meltzer [REDACTED] [REDACTED] (.3); emails and telephone conferences with J. Wishnew and N. Rosenbaum updating on the status of negotiations (.4); email with M. Sharkey [REDACTED] [REDACTED] [REDACTED] (.2); update to W. Thompson and T. Hamzepour [REDACTED] [REDACTED] [REDACTED] (.3); review and analyze [REDACTED] [REDACTED] (.6); email with J. Wishnew [REDACTED] [REDACTED] (.1); call to E. Frejka [REDACTED] [REDACTED] (.1);
12/09/13	M. Sharkey	0.90	652.50	725.00	Review and comment [REDACTED] (.3); discuss [REDACTED] (.4); forward language to S. Linde [REDACTED] [REDACTED] (.2);
12/10/13	S. Linde	0.60	435.00	725.00	Email with creditors committee [REDACTED] [REDACTED];



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DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/12/13	S. Linde	3.40	2,465.00	725.00	Email and telephone conferences with M. Meltzer [REDACTED] [REDACTED] (1.1); updates to ResCap team [REDACTED] [REDACTED] (.4); email from R. Schrock [REDACTED] [REDACTED] (.6); call with ACE, Kirkland & Ellis, Anderson Kill, and ResCap [REDACTED] [REDACTED] (.7); meeting with M. Sharkey [REDACTED] [REDACTED] (.6);
12/12/13	M. Sharkey	3.60	2,610.00	725.00	Review and comment [REDACTED]; [REDACTED];
12/13/13	S. Linde	1.30	942.50	725.00	Email with T. Hamzepour and W. Thompson [REDACTED] (.1); review and respond to correspondence [REDACTED] [REDACTED] [REDACTED] (.2); telephone conference with M. Meltzer [REDACTED] [REDACTED] (.2) [REDACTED] (.8);
12/13/13	M. Sharkey	1.30	942.50	725.00	Review and comment [REDACTED];
12/15/13	S. Linde	0.20	145.00	725.00	Review correspondence [REDACTED] [REDACTED];
12/16/13	S. Linde	0.80	580.00	725.00	Review Kirkland & Ellis correspondence [REDACTED] [REDACTED] [REDACTED] (.1); review correspondence [REDACTED] [REDACTED] (.3); telephone conference with V. Chopra [REDACTED] [REDACTED] (.4);



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021-Insurance Matters

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/16/13	V. Chopra	1.60	1,024.00	640.00	Review [REDACTED] (.3); conference calls with counsel for creditors [REDACTED] [REDACTED] (.5); conference call with S. Linde regarding same (.3); edit [REDACTED] [REDACTED] (.3); review [REDACTED] [REDACTED] (.2);
SUBTOTAL		HOURS			
021		38.50			

030-Monthly Fee Statements (Non-Billable)

DATE	ATTORNEY/ASSISTANT	HOURS	AMOUNT	RATE	DESCRIPTION OF SERVICES
12/06/13	M. Maag	0.40	92.00	230.00	Emails regarding adjustment issues;
12/11/13	M. Maag	0.40	92.00	230.00	Review draft invoice; conference with billing coordinator and emails regarding same;
SUBTOTAL		HOURS			
030		0.80			

SERVICES	\$31,574.50
ADJUSTMENTS	
Premium/Discount	\$(184.00)
Premium/Discount	\$(1,578.50)
TOTAL NET SERVICES	\$29,996.00

INVOICE #: 5099446
 Residential Capital LLC
 088912.0001 / Insurance Coverage



FOR DISBURSEMENTS THROUGH 12/31/13

DATE	DESCRIPTION	AMOUNT
12/17/2013	Electronic Discovery Database Hosting - Dec 2013, Electronic Discovery Database Hosting Usage	\$14.37
11/06/2013	Telephone conference calls - 11/06/2013, Sound Path - Conference Call Usage, 67 minutes	\$3.77
11/18/2013	Computer Research - A 2013-11-18 14:44:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 11/4; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
11/18/2013	Computer Research - A 2013-11-18 00:00:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 11/4; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
11/18/2013	Computer Research - A 2013-11-18 13:46:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE5814-4; NOTE: MAAG 12-12020	\$0.10
11/18/2013	Computer Research - A 2013-11-18 14:29:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 11/4; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
11/18/2013	Computer Research - A 2013-11-18 13:50:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 11/4; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00
11/18/2013	Computer Research - A 2013-11-18 13:47:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE5814-3; NOTE: MAAG 12-12020	\$0.10
11/18/2013	Computer Research - A 2013-11-18 13:48:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE5809-7; NOTE: MAAG 12-12020	\$0.30
11/19/2013	Computer Research - A 2013-11-19 13:34:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 11/5; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020	\$3.00

TOTAL FOR DISBURSEMENTS
 \$33.64

SUMMARY OF SERVICES THROUGH 12/31/13

ATTORNEY/ASSISTANT	HOURS	RATE	AMOUNT
V. Chopra	4.70	640.00	3,008.00
S. Linde	25.60	725.00	18,560.00



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SUMMARY OF SERVICES THROUGH 12/31/13

ATTORNEY/ASSISTANT	HOURS	RATE	AMOUNT
M. Sharkey	9.80	725.00	7,105.00
R. Crandell	2.10	475.00	997.50
J. Vanacore	3.00	535.00	1,605.00
M. Maag	1.30	230.00	299.00
Total	46.50		\$31,574.50

SUMMARY OF TASK SERVICES

TASK DESCRIPTION	TOTAL TASK HOURS	TOTAL TASK AMOUNT
Fees/Employment Applications	4.00	2,611.50
Fees/Employment Objections	3.20	1,578.50
Insurance Matters	38.50	27,200.50
Monthly Fee Statements (Non-Billable)	0.80	184.00

**TOTAL DUE THIS INVOICE
\$29,845.64**